

CHAPMAN AND CUTLER

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September 17, 1993

18080-F
SEP 17 1993 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
SEP 17 10 45 AM '93

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Southern Pacific Transportation Company
Leveraged Lease Financing of Locomotives and Container Cars

Dear Mr. Strickland:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and one counterpart of the secondary document described below. The undersigned has acted as special counsel in connection with the preparation of the enclosed document and has knowledge of the matters set forth therein.

The enclosed secondary document is as follows:

Trust Indenture Supplement No. 3 dated as of July 2, 1993, of U.S. Trust Company of California, N.A., as owner trustee (the "Owner Trustee"). The primary document to which this Trust Indenture Supplement No. 3 is connected is the Trust Indenture and Security Agreement dated as of December 1, 1992, which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080-A.

The name and address of the party to the document is as follows:

Owner Trustee: U.S. Trust Company of California, N.A.,
as Owner Trustee
555 South Flower Street
Los Angeles, California 90071

The Equipment covered by this Trust Indenture Supplement is as originally filed on December 31, 1992 under Trust Indenture Supplement No. 1, which was given Recordation Number 18080-C and as supplemented on April 30, 1993 by Trust Indenture Supplement No. 2, which was given Recordation Number 18080-E.

A fee of sixteen dollars (\$16.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed documents along with the extra copy of this letter as proof of filing

CHAPMAN AND CUTLER

and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

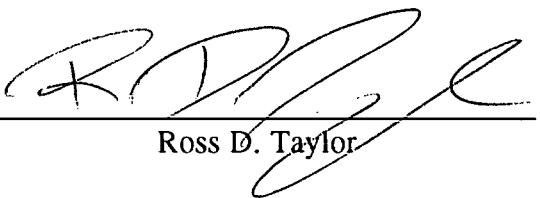
Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

Trust Indenture Supplement No. 3 dated as of July 2, 1993 of U.S. Trust Company of California, N.A., 555 South Flower Street, Los Angeles, California 90071. Trust Indenture Supplement No. 3 is related to the Trust Indenture and Security Agreement dated as of December 1, 1992 which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080-A. The Equipment covered by this Trust Indenture Supplement is as originally filed on December 31, 1992 under Trust Indenture Supplement No. 1, which was given Recordation Number 18080-C and as supplemented on April 30, 1993 by Trust Indenture Supplement No. 2, which was given Recordation Number 18080-E.

Very truly yours,

CHAPMAN AND CUTLER

By 
Ross D. Taylor

RDT:srw
Enclosures

18080-F
SEP 17 1993 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

TRUST INDENTURE SUPPLEMENT NO. 3

THIS TRUST INDENTURE SUPPLEMENT NO. 3, dated as of July 2, 1993, (this "*Indenture Supplement*"), between U.S. TRUST COMPANY OF CALIFORNIA, N.A., a national banking association, not in its individual capacity but solely as trustee (the "*Owner Trustee*") under the Trust Agreement dated as of December 1, 1992 (the "*Trust Agreement*") and THE BANK OF NEW YORK, a New York banking corporation, as Indenture Trustee (the "*Indenture Trustee*");

WITNESSETH:

WHEREAS, the Owner Trustee and the Indenture Trustee are parties to the Trust Indenture and Security Agreement dated as of December 1, 1992 (the "*Indenture*"), which Indenture was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation No. 18080-A. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Indenture;

WHEREAS, the Indenture provides for the execution and delivery from time to time of Indenture Supplements thereto substantially in the form hereof; and

WHEREAS, pursuant to Section 2.4 of the Lease, the Owner Trustee has reoptimized the amortization schedule of the Notes in as permitted by and in accordance with the Lease, and the parties hereto desire to amend the Indenture to reflect such reoptimization;

NOW, THEREFORE, the Owner Trustee and the Indenture Trustee hereby agree as follows:

1. Schedule 1 to the Indenture is hereby amended in its entirety to read as attached hereto and the amortization schedule set forth in Exhibit A (Form of Note) to the Indenture is hereby amended in its entirety to read as attached hereto.

2. This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The recitals and statements contained herein shall be taken as the recitals and statements of the Owner Trustee, and the Indenture Trustee assumes no responsibility for the correctness of the same.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be duly executed by one of their respective duly authorized officers, as of the day and year first above written.

U.S. TRUST COMPANY OF CALIFORNIA, N.A.,
not in its individual capacity, but solely as
Owner Trustee

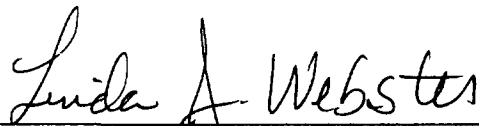
By 
Its Authorized Signatory

Executed this 30th day of June, 1993
in Oak Park, Illinois.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of June, 1993, before me personally appeared Louis P. Young, to me personally known, who being by me duly sworn, say that he is an Authorized Signatory of U.S. TRUST COMPANY OF CALIFORNIA, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.





Notary Public

[NOTARIAL SEAL]

My commission expires:


THE BANK OF NEW YORK, as Indenture
Trustee

By 
Its ASSISTANT VICE PRESIDENT

Executed this 25th day of August, 1993
in New York.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 25th day of August, 1993, before me personally appeared
ROBERT F. McINTYRE, to me personally known, who being by me duly sworn, say
that he is an ASSISTANT VICE PRESIDENT of THE BANK OF NEW YORK, that said instrument
was signed on such date on behalf of said corporation by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing instrument was the free act and
deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My commission expires:

MARION PAPADOOGONAS
Notary Public, State of New York
No. 31-4842989
Qualified in New York County
Commission Expires May 31, 1995

Total Amortization: G.E. Notes

(% of Total Principal)

Final Pricing

	<u>Down</u>	<u>Service</u>	<u>Interest</u>	<u>Principal</u>	<u>Balance</u>
12/30/92	41.15890%				41.15890%
4/30/93	58.84110%				100.00000%
7/2/93	1	2.63624%	2.63624%	0.00000%	100.00000%
10/2/93	2	2.76248%	2.13000%	0.63248%	99.36752%
1/2/94	3	2.96324%	2.11653%	0.84672%	98.52081%
4/2/94	4	3.30414%	2.09849%	1.20565%	97.31516%
7/2/94	5	3.48476%	2.07281%	1.41195%	95.90321%
10/2/94	6	3.48476%	2.04274%	1.44202%	94.46119%
1/2/95	7	3.78072%	2.01202%	1.76870%	92.69249%
4/2/95	8	3.79081%	1.97435%	1.81646%	90.87603%
7/2/95	9	3.79081%	1.93566%	1.85515%	89.02088%
10/2/95	10	3.79081%	1.89614%	1.89467%	87.12620%
1/2/96	11	3.79081%	1.85579%	1.93503%	85.19118%
4/2/96	12	3.79081%	1.81457%	1.97624%	83.21494%
7/2/96	13	3.79081%	1.77248%	2.01834%	81.19660%
10/2/96	14	3.79081%	1.72948%	2.06133%	79.13527%
1/2/97	15	3.79081%	1.68558%	2.10523%	77.03004%
4/2/97	16	3.79081%	1.64074%	2.15007%	74.87997%
7/2/97	17	3.79081%	1.59494%	2.19587%	72.68410%
10/2/97	18	3.79081%	1.54817%	2.24264%	70.44145%
1/2/98	19	3.79081%	1.50040%	2.29041%	68.15104%
4/2/98	20	3.48214%	1.45162%	2.03052%	66.12052%
7/2/98	21	3.72749%	1.40837%	2.31913%	63.80139%
10/2/98	22	3.72749%	1.35897%	2.36853%	61.43286%
1/2/99	23	3.72749%	1.30852%	2.41898%	59.01389%
4/2/99	24	3.72750%	1.25700%	2.47050%	56.54338%
7/2/99	25	3.72749%	1.20437%	2.52312%	54.02026%
10/2/99	26	3.72749%	1.15063%	2.57686%	51.44340%
1/2/00	27	3.72749%	1.09574%	2.63175%	48.81165%
4/2/00	28	3.72749%	1.03969%	2.68781%	46.12384%
7/2/00	29	3.68500%	0.98244%	2.70257%	43.42128%
10/2/00	30	3.45294%	0.92488%	2.52806%	40.89321%
1/2/01	31	3.45294%	0.87103%	2.58192%	38.31129%
4/2/01	32	2.91406%	0.81603%	2.09803%	36.21327%
7/2/01	33	3.33419%	0.77134%	2.56286%	33.65041%
10/2/01	34	3.15493%	0.71675%	2.43818%	31.21223%
1/2/02	35	1.76984%	0.66482%	1.10502%	30.10721%
4/2/02	36	1.76984%	0.64128%	1.12856%	28.97865%
7/2/02	37	1.76984%	0.61724%	1.15260%	27.82605%
10/2/02	38	1.76984%	0.59269%	1.17715%	26.64890%
1/2/03	39	1.76984%	0.56762%	1.20222%	25.44668%
4/2/03	40	1.76984%	0.54201%	1.22783%	24.21884%
7/2/03	41	1.76985%	0.51586%	1.25398%	22.96486%
10/2/03	42	1.76985%	0.48915%	1.28070%	21.68416%
1/2/04	43	1.76984%	0.46187%	1.30797%	20.37619%
4/2/04	44	1.76984%	0.43401%	1.33583%	19.04036%
7/2/04	45	1.76984%	0.40556%	1.36429%	17.67607%
10/2/04	46	1.76984%	0.37650%	1.39334%	16.28273%
1/2/05	47	1.76984%	0.34682%	1.42302%	14.85971%
4/2/05	48	1.76984%	0.31651%	1.45333%	13.40638%
7/2/05	49	1.76984%	0.28556%	1.48429%	11.92209%
10/2/05	50	1.76984%	0.25394%	1.51590%	10.40618%
1/2/06	51	1.76984%	0.22165%	1.54819%	8.85799%
4/2/06	52	1.76984%	0.18867%	1.58117%	7.27682%
7/2/06	53	1.76984%	0.15500%	1.61485%	5.66197%
10/2/06	54	1.76985%	0.12060%	1.64925%	4.01273%
1/2/07	55	1.76984%	0.08547%	1.68437%	2.32835%
4/2/07	56	1.76984%	0.04959%	1.72025%	0.60810%
7/2/07	57	0.62106%	0.01295%	0.60810%	0.00000%
		160.75985%	60.75988%	100.00000%	

Schedule I - Amortization Schedule
(to Trust Indenture and Security Agreement)

Locomotives (% of Total Principal) Final Pricing					
	<u>Down</u>	<u>Service</u>	<u>Interest</u>	<u>Principal</u>	<u>Balance</u>
	43.10722%				43.10722%
	56.89278%				100.00000%
7/2/93	1	2.69158%	2.69158%	0.00000%	100.00000%
10/2/93	2	3.82579%	2.13000%	1.69579%	98.30421%
1/2/94	3	4.36408%	2.09388%	2.27020%	96.03401%
4/2/94	4	4.36408%	2.04552%	2.31856%	93.71546%
7/2/94	5	4.36408%	1.99614%	2.36794%	91.34751%
10/2/94	6	4.36408%	1.94570%	2.41838%	88.92913%
1/2/95	7	4.36408%	1.89419%	2.46989%	86.45924%
4/2/95	8	4.36408%	1.84158%	2.52250%	83.93675%
7/2/95	9	4.36408%	1.78785%	2.57623%	81.36052%
10/2/95	10	4.36408%	1.73298%	2.63110%	78.72942%
1/2/96	11	4.36408%	1.67694%	2.68714%	76.04227%
4/2/96	12	4.36408%	1.61970%	2.74438%	73.29789%
7/2/96	13	4.36408%	1.56125%	2.80284%	70.49505%
10/2/96	14	4.36408%	1.50154%	2.86254%	67.63252%
1/2/97	15	4.36408%	1.44057%	2.92351%	64.70901%
4/2/97	16	4.36408%	1.37830%	2.98578%	61.72323%
7/2/97	17	4.36408%	1.31470%	3.04938%	58.67386%
10/2/97	18	4.36408%	1.24975%	3.11433%	55.55953%
1/2/98	19	4.36408%	1.18342%	3.18066%	52.37886%
4/2/98	20	3.53647%	1.11567%	2.42080%	49.95806%
7/2/98	21	4.19431%	1.06411%	3.13021%	46.82785%
10/2/98	22	4.19431%	0.99743%	3.19688%	43.63098%
1/2/99	23	4.19431%	0.92934%	3.26497%	40.36600%
4/2/99	24	4.19431%	0.85980%	3.33452%	37.03149%
7/2/99	25	4.19431%	0.78877%	3.40554%	33.62594%
10/2/99	26	4.19431%	0.71623%	3.47808%	30.14786%
1/2/00	27	4.19431%	0.64215%	3.55216%	26.59570%
4/2/00	28	4.19431%	0.56649%	3.62782%	22.96788%
7/2/00	29	4.19431%	0.48922%	3.70510%	19.26278%
10/2/00	30	4.19431%	0.41030%	3.78402%	15.47877%
1/2/01	31	4.19431%	0.32970%	3.86461%	11.61415%
4/2/01	32	4.19431%	0.24738%	3.94693%	7.66722%
7/2/01	33	4.19431%	0.16331%	4.03100%	3.63622%
10/2/01	34	3.71367%	0.07745%	3.63622%	0.00000%
		142.48295%	42.48295%	100.00000%	

Schedule 1 - Amortization Schedule
(to Trust Indenture and Security Agreement)

Double Stacks (% of Total Principal) Final Pricing					
	<u>Down</u>	<u>Service</u>	<u>Interest</u>	<u>Principal</u>	<u>Balance</u>
12/30/92	40.00000%				40.00000%
4/30/93	60.00000%				100.00000%
7/2/93	1	2.60333%	2.60333%	0.00000%	100.00000%
10/2/93	2	2.13000%	2.13000%	0.00000%	100.00000%
1/2/94	3	2.13000%	2.13000%	0.00000%	100.00000%
4/2/94	4	2.67367%	2.13000%	0.54367%	99.45633%
7/2/94	5	2.96172%	2.11842%	0.84330%	98.61303%
10/2/94	6	2.96172%	2.10046%	0.86126%	97.75177%
1/2/95	7	3.43373%	2.08211%	1.35162%	96.40015%
4/2/95	8	3.44982%	2.05332%	1.39650%	95.00365%
7/2/95	9	3.44982%	2.02358%	1.42625%	93.57741%
10/2/95	10	3.44982%	1.99320%	1.45663%	92.12078%
1/2/96	11	3.44982%	1.96217%	1.48765%	90.63313%
4/2/96	12	3.44982%	1.93049%	1.51934%	89.11379%
7/2/96	13	3.44982%	1.89812%	1.55170%	87.56209%
10/2/96	14	3.44982%	1.86507%	1.58475%	85.97734%
1/2/97	15	3.44982%	1.83132%	1.61851%	84.35883%
4/2/97	16	3.44982%	1.79684%	1.65298%	82.70585%
7/2/97	17	3.44982%	1.76163%	1.68819%	81.01766%
10/2/97	18	3.44982%	1.72568%	1.72415%	79.29351%
1/2/98	19	3.44982%	1.68895%	1.76087%	77.53264%
4/2/98	20	3.44982%	1.65145%	1.79838%	75.73426%
7/2/98	21	3.44982%	1.61314%	1.83668%	73.89758%
10/2/98	22	3.44982%	1.57402%	1.87581%	72.02177%
1/2/99	23	3.44982%	1.53406%	1.91576%	70.10601%
4/2/99	24	3.44982%	1.49326%	1.95657%	68.14944%
7/2/99	25	3.44982%	1.45158%	1.99824%	66.15120%
10/2/99	26	3.44982%	1.40902%	2.04080%	64.11040%
1/2/00	27	3.44982%	1.36555%	2.08427%	62.02613%
4/2/00	28	3.44982%	1.32116%	2.12867%	59.89746%
7/2/00	29	3.38205%	1.27582%	2.10624%	57.79122%
10/2/00	30	3.01196%	1.23096%	1.78100%	56.01022%
1/2/01	31	3.01196%	1.19302%	1.81894%	54.19128%
4/2/01	32	2.15254%	1.15427%	0.99826%	53.19301%
7/2/01	33	2.82258%	1.13301%	1.68957%	51.50344%
10/2/01	34	2.82258%	1.09702%	1.72556%	49.77788%
1/2/02	35	2.82258%	1.06027%	1.76231%	48.01557%
4/2/02	36	2.82258%	1.02273%	1.79985%	46.21572%
7/2/02	37	2.82258%	0.98439%	1.83819%	44.37753%
10/2/02	38	2.82258%	0.94524%	1.87734%	42.50018%
1/2/03	39	2.82258%	0.90525%	1.91733%	40.58286%
4/2/03	40	2.82258%	0.86441%	1.95817%	38.62469%
7/2/03	41	2.82258%	0.82271%	1.99988%	36.62481%
10/2/03	42	2.82258%	0.78011%	2.04248%	34.58233%
1/2/04	43	2.82258%	0.73660%	2.08598%	32.49635%
4/2/04	44	2.82258%	0.69217%	2.13041%	30.36594%
7/2/04	45	2.82258%	0.64679%	2.17579%	28.19015%
10/2/04	46	2.82258%	0.60045%	2.22213%	25.96802%
1/2/05	47	2.82258%	0.55312%	2.26946%	23.69856%
4/2/05	48	2.82258%	0.50478%	2.31780%	21.38075%
7/2/05	49	2.82258%	0.45541%	2.36717%	19.01358%
10/2/05	50	2.82258%	0.40499%	2.41759%	16.59598%
1/2/06	51	2.82258%	0.35349%	2.46909%	14.12689%
4/2/06	52	2.82258%	0.30090%	2.52168%	11.60521%
7/2/06	53	2.82258%	0.24719%	2.57539%	9.02982%
10/2/06	54	2.82258%	0.19234%	2.63025%	6.39957%
1/2/07	55	2.82258%	0.13631%	2.68627%	3.71330%
4/2/07	56	2.82258%	0.07909%	2.74349%	0.96981%
7/2/07	57	<u>0.99047%</u>	<u>0.02066%</u>	<u>0.96981%</u>	0.00000%
		171.63134%	71.63136%	100.00000%	

Schedule 1 - Amortization Schedule
(to Trust Indenture and Security Agreement)

Total Amortization: GE Notes

(% of Total Principal)

Final Pricing

	<u>Down</u>	<u>Service</u>	<u>Interest</u>	<u>Principal</u>	<u>Balance</u>
12/30/92	41.15890%				41.15890%
4/30/93	58.84110%				100.00000%
7/2/93	1	2.63624%	2.63624%	0.00000%	100.00000%
10/2/93	2	2.76248%	2.13000%	0.63248%	99.36752%
1/2/94	3	2.96324%	2.11653%	0.84672%	98.52081%
4/2/94	4	3.30414%	2.09849%	1.20565%	97.31516%
7/2/94	5	3.48476%	2.07281%	1.41195%	95.90321%
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4/2/95	8	3.79081%	1.97435%	1.81646%	90.87603%
7/2/95	9	3.79081%	1.93566%	1.85515%	89.02088%
10/2/95	10	3.79081%	1.89614%	1.89467%	87.12620%
1/2/96	11	3.79081%	1.85579%	1.93503%	85.19118%
4/2/96	12	3.79081%	1.81457%	1.97624%	83.21494%
7/2/96	13	3.79081%	1.77248%	2.01834%	81.19660%
10/2/96	14	3.79081%	1.72948%	2.06133%	79.13527%
1/2/97	15	3.79081%	1.68558%	2.10523%	77.03004%
4/2/97	16	3.79081%	1.64074%	2.15007%	74.87997%
7/2/97	17	3.79081%	1.59494%	2.19587%	72.68410%
10/2/97	18	3.79081%	1.54817%	2.24264%	70.44145%
1/2/98	19	3.79081%	1.50040%	2.29041%	68.15104%
4/2/98	20	3.48214%	1.45162%	2.03052%	66.12052%
7/2/98	21	3.72749%	1.40837%	2.31913%	63.80139%
10/2/98	22	3.72749%	1.35897%	2.36853%	61.43286%
1/2/99	23	3.72749%	1.30852%	2.41898%	59.01389%
4/2/99	24	3.72750%	1.25700%	2.47050%	56.54338%
7/2/99	25	3.72749%	1.20437%	2.52312%	54.02026%
10/2/99	26	3.72749%	1.15063%	2.57686%	51.44340%
1/2/00	27	3.72749%	1.09574%	2.63175%	48.81165%
4/2/00	28	3.72749%	1.03969%	2.68781%	46.12384%
7/2/00	29	3.68500%	0.98244%	2.70257%	43.42128%
10/2/00	30	3.45294%	0.92488%	2.52806%	40.89321%
1/2/01	31	3.45294%	0.87103%	2.58192%	38.31129%
4/2/01	32	2.91406%	0.81603%	2.09803%	36.21327%
7/2/01	33	3.33419%	0.77134%	2.56286%	33.65041%
10/2/01	34	3.15493%	0.71675%	2.43818%	31.21223%
1/2/02	35	1.76984%	0.66482%	1.10502%	30.10721%
4/2/02	36	1.76984%	0.64128%	1.12856%	28.97865%
7/2/02	37	1.76984%	0.61724%	1.15260%	27.82605%
10/2/02	38	1.76984%	0.59269%	1.17715%	26.64890%
1/2/03	39	1.76984%	0.56762%	1.20222%	25.44668%
4/2/03	40	1.76984%	0.54201%	1.22783%	24.21884%
7/2/03	41	1.76985%	0.51586%	1.25398%	22.96486%
10/2/03	42	1.76985%	0.48915%	1.28070%	21.68416%
1/2/04	43	1.76984%	0.46187%	1.30797%	20.37619%
4/2/04	44	1.76984%	0.43401%	1.33583%	19.04036%
7/2/04	45	1.76984%	0.40556%	1.36429%	17.67607%
10/2/04	46	1.76984%	0.37650%	1.39334%	16.28273%
1/2/05	47	1.76984%	0.34682%	1.42302%	14.85971%
4/2/05	48	1.76984%	0.31651%	1.45333%	13.40638%
7/2/05	49	1.76984%	0.28556%	1.48429%	11.92209%
10/2/05	50	1.76984%	0.25394%	1.51590%	10.40618%
1/2/06	51	1.76984%	0.22165%	1.54819%	8.85799%
4/2/06	52	1.76984%	0.18867%	1.58117%	7.27682%
7/2/06	53	1.76984%	0.15500%	1.61485%	5.66197%
10/2/06	54	1.76985%	0.12060%	1.64925%	4.01273%
1/2/07	55	1.76984%	0.08547%	1.68437%	2.32835%
4/2/07	56	1.76984%	0.04959%	1.72025%	0.60810%
7/2/07	57	<u>0.62106%</u>	<u>0.01295%</u>	<u>0.60810%</u>	0.00000%
		160.75985%	60.75988%	100.00000%	

EXHIBIT A

(to 8.52% Secured Note Due July 2, 2007)